

L99000000 8813

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Richard S. Matthews,
JR., M.D., P.L.

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TALLAHASSEE, FLORIDA
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DEPT. OF REVENUE
TALLAHASSEE, FLORIDA
STATE REGISTRATIONS

Art of Inc. File ⁹⁹⁻²⁻¹⁵⁷²
LTD Partnership File
Foreign Corp. File
✓ L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
Cert. Copy
✓ Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Courier

**ARTICLES OF ORGANIZATION
OF
RICHARD S. MATTHEWS, JR., M.D., P.L.**

The undersigned subscriber to these Articles of Organization, desiring to form a professional limited liability company pursuant to the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a professional limited liability company under the laws of the State of Florida.

ARTICLE I (NAME)

The name of this professional limited liability company is Richard S. Matthews, Jr., M.D., P.L.
(the "Company").

ARTICLE II (DURATION)

The Company shall have perpetual duration.

ARTICLE III (PURPOSE)

The Company shall have all of the powers stated in the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, as such chapter presently exists and may hereafter be amended. However, the Company is organized for the sole and specific purpose of rendering professional service and shall have as its members only other professional limited liability companies, professional corporations, or individuals who themselves are duly licensed or otherwise legally authorized to render the same professional service as the Company. The Company must not engage in any business other than the rendering of the professional services for which it is specifically organized; provided, however, nothing herein or in any provisions of existing law applicable to limited liability companies shall be interpreted to prohibit the Company from investing its funds in real estate,

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mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services. The Company must not render professional services except through its members, officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within Florida; provided, however, this provision shall not be interpreted to include in the term "employee," as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required; and provided further, that nothing contained herein shall be interpreted to require that the right of an individual to be a member of the Company is dependent upon the present or future existence of an employment relationship between him or her and the Company, or his or her present or future active participation in any capacity in the production of the income of the Company or in the performance of the services rendered by the Company.

ARTICLE IV (PRINCIPAL OFFICE AND REGISTERED AGENT)

The street address and mailing address of the Company's initial principal office shall be 1337 Country Club Road, Gulf Breeze, Florida 32561. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine. The name of the initial registered agent of the Company shall be Gary W. Huston and the Florida street address of the registered agent is 125 West Romana Street, Suite 800, Pensacola, Florida 32501.

ARTICLE V (MANAGEMENT)

The Company will be managed by its member or members.

ARTICLE VI (MEMBERS)

Members may be admitted, at such times and on such terms and conditions as determined by a majority in interest (or such greater percentage as may be specified from time to time in the

Company's Operating Agreement) of the members. However, no person shall be admitted as a member of the Company unless such person is a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Company is organized. If any member, officer, manager, agent or employee of the Company who has been rendering professional service to the public becomes legally disqualified to render such professional services within Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon the person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, the Company. No member of the Company may sell or transfer ownership interest in the Company except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a member of the Company. No member of the Company shall enter into any type of agreement vesting another person with the authority to exercise any of that member's voting power in the Company.

ARTICLE VII (CONTINUATION)

The Company shall not be dissolved but instead shall continue notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event terminating membership in the Company; however, in any such event, a majority in interest of the remaining members (or such greater percentage as may be specified from time to time in the Company's Operating Agreement) shall have the right upon the occurrence of any such event to elect to dissolve the Company.

ARTICLE VIII (EFFECTIVE DATE)

The date of commencement of the Company's existence, and the time and date that these Articles of Organization become effective, shall be the later of (i) 12:00:01 a.m. Eastern Time, January 1, 2000,

or (ii) when filed with the Florida Department of State, as evidenced by its date and time endorsement on this document.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed the foregoing Articles of Organization on this 10th day of December, 1999.

Gary W. Huston

Gary W. Huston
Authorized Representative of a Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 10th day of December, 1999, by Gary W. Huston, who did not take an oath, who stated that he executed the foregoing instrument as the authorized representative of a member of the professional limited liability company, and who:

_____ is/are personally known to me.
_____ produced current Florida driver's license as identification.
_____ produced _____ as identification.

(Notary Seal Must be Affixed)



BARBARA CRAWFORD
Notary Public State of FL
Comm. Exp. July 22, 2000
Comm. No. CC840632

Barbara Crawford

Notary Public

BARBARA CRAWFORD

Name of Notary Printed

My Commission Expires: 7/22/00

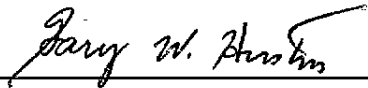
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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted: That Richard S. Matthews, Jr., M.D., P.L., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1337 Country Club Road, Gulf Breeze, Florida 32561, has named Gary W. Huston, whose business address is 125 West Romana Street, Suite 800, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

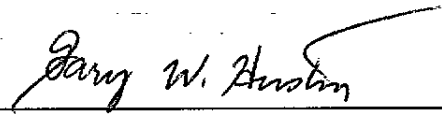
RICHARD S. MATTHEWS, JR., M.D., P.L.

By: 
Gary W. Huston,
Authorized Representative of a Member

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated professional limited liability company at the place designated in this certificate, I hereby accept the appointment and the obligations of my position as registered agent and I agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

December 10, 1999


Gary W. Huston, Registered Agent

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